

DECLARATION FOR UTILITY OR DESIGN PATENT APPLICATION (37 CFR 1.63)		Attorney Docket No. 490962002200 First Named Inventor Ellis I. BETENSKY COMPLETE IF KNOWN Application Number Unknown Filing Date Concurrently herewith Art Unit Unknown Examiner Name Unknown	
<input checked="" type="checkbox"/> Declaration Submitted with Initial Filing OR <input type="checkbox"/> Declaration Submitted after Initial Filing (surcharge (37 CFR 1.16 (e)) required)			

AS A BELOW-NAMED INVENTOR, I HEREBY DECLARE THAT:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled: **ZOOM LENS SYSTEM**, the specification of which is attached hereto unless the following box is checked:

was filed on _____ as United States Application Serial No. or PCT International Application No. _____ and was amended on * (if applicable).

I HEREBY STATE THAT I HAVE REVIEWED AND UNDERSTAND THE CONTENTS OF THE ABOVE-IDENTIFIED SPECIFICATION, INCLUDING THE CLAIMS, AS AMENDED BY ANY AMENDMENT REFERRED TO ABOVE.

I acknowledge the duty to disclose information which is material to the patentability as defined in 37 C.F.R. § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT International application which designated at least one country other than the United States listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or PCT International application having a filing date before that of the application on which priority is claimed:

Application No.	Country	Date of Filing (day/month/year)	Priority Claimed?
*			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

I hereby claim benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

Application Serial No.	Filing Date
60/397,882	July 22, 2002

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s), or § 365(c) of any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application.

Application Serial No.	Filing Date	Status
*		<input type="checkbox"/> Patented <input type="checkbox"/> Pending <input type="checkbox"/> Abandoned

Please direct all communications to:

Glenn M. Kubota
Morrison & Foerster LLP
555 West Fifth Street
Suite 3500
Los Angeles, California 90013-1024

Please direct all telephone calls to Glenn M. Kubota at (213) 892-5752.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under § 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

17 July 2003

Date

Name: Ellis I. BETENSKY
Residence: 602-1465 Brenton Street, Halifax, Nova Scotia, CANADA B3J 3T3
Citizenship: Canada
Post Office Address: Same as residence

Date

Name: James Brian CALDWELL
Residence: 1835 East Hallandale Beach Blvd. #489, Hallandale Beach, FL 33009 US
Citizenship: United States of America
Post Office Address: Same as residence

Date

Name: Iain A. NEIL
Residence: 4372 Park Vicente, Calabasas, CA 91302 US
Citizenship: United Kingdom
Post Office Address: Same as residence

Date

Name: Takanori YAMANASHI
Residence: 6333 Canoga Avenue, #377, Woodland Hills, CA 91367 US
Citizenship: Japan
Post Office Address: Same as residence

**DECLARATION FOR UTILITY OR
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with Initial
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First Named Inventor	Ellis I. BETENSKY
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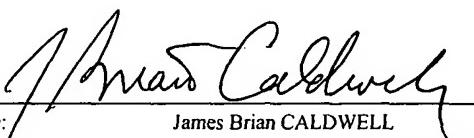
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Date _____
Name: Ellis I. BETENSKY
Residence: 602-1465 Brenton Street, Halifax, Nova Scotia, CANADA B3J 3T3
Citizenship: Canada
Post Office Address: Same as residence

Date 16 JULY 2003 
Name: James Brian CALDWELL
Residence: 1835 East Hallandale Beach Blvd. #489, Hallandale Beach, FL 33009 US
Citizenship: United States of America
Post Office Address: Same as residence

Date _____

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Date _____ Name: James Brian CALDWELL
Residence: 1835 East Hallandale Beach Blvd. #489, Hallandale Beach, FL 33009 US
Citizenship: United States of America
Post Office Address: Same as residence

7/16/03

Date

Iain A. Neil

Name: Iain A. NEIL
Residence: 4372 Park Vicente, Calabasas, CA 91302 US
Citizenship: United Kingdom
Post Office Address: Same as residence

07/15/03

Date

Takanori Yamashita

Name: Takanori YAMANASHI
Residence: 6333 Canoga Avenue, #377, Woodland Hills, CA 91367 US
Citizenship: Japan
Post Office Address: Same as residence

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the application of:

Ellis I. BETENSKY, et al

Serial No.: Unknown

Filing Date: Concurrently herewith

For: ZOOM LENS SYSTEM

Examiner: Unknown

Group Art Unit: Unknown

Provisional Application No. 60/397,882

Provisional Filing Date: July 22, 2002

**PROSECUTION BY ASSIGNEE AND POWER OF ATTORNEY
UNDER 37 C.F.R. § 3.71**

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Dear Sir:

PANAVISION, INC., a corporation of the State of Delaware, the assignee of the entire right, title and interest in the provisional and non-provisional patent applications, hereby revoke all Powers of Attorney previously granted relating to these applications and appoint as its attorneys or agents, with full power of substitution, association, and revocation, to prosecute the non-provisional application and to transact all business in the United States Patent and Trademark Office connected herewith:

Lisa A. Amii (Reg No. 48,199)
Mehran Arjomand (Reg No. 48,231)
Erwin J. Basinski (Reg No. 34,773)
Richard R. Batt (Reg No. 43,485)
Jonathan Bockman (Reg No. 45,640)
Barry E. Bretschneider (Reg No. 28,055)
Robert K. Cerpa (Reg No. 39,933)
Alex Chartove (Reg No. 31,942)
Cara M. Coburn (Reg No. 46,631)
Raj S. Davé (Reg No. 42,465)
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Laurie A. Axford (Reg No. 35,053)
Shantanu Basu (Reg No. 43,318)
Vincent J. Belusko (Reg No. 30,820)
Kimberly A. Bolin (Reg No. 44,546)
Nicholas Buffinger (Reg No. 39,124)
Peng Chen (Reg No. 43,543)
Thomas E. Ciotti (Reg No. 21,013)
Matthew M. D'Amore (Reg No. 42,457)
Peter Davis (Reg No. 36,119)
Karen B. Dow (Reg No. 29,684)
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Christopher B. Eide (Reg No. 48,375)
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Richard C. Kim (Reg No. 40,046)
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Kawai Lau (Reg No. 44,461)
Hugh H. Matsubayashi (Reg No. 43,779)
Mika Mayer (Reg No. 47,777)
Gladys H. Monroy (Reg No. 32,430)
Philip A. Morin (Reg No. 45,926)
Martin M. Noonan (Reg No. 44,264)
Philip Reilly (Reg No. 41,415)
Robert E. Scheid (Reg No. 42,126)
David Smith (Reg No. 39,839)
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E. Thomas Wheelock (Reg No. 28,825)
Eric Witt (Reg No. 44,408)
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Karen R. Zachow (Reg No. 46,332)

Carolyn A. Favorito (Reg No. 39,183)
Hector Gallegos (Reg No. 40,614)
Debra J. Glaister (Reg No. 33,888)
Carol M. Gruppi (Reg No. 37,341)
Johnney U. Han (Reg No. 45,565)
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Charles D. Holland (Reg No. 35,196)
Jill A. Jacobson (Reg No. 40,030)
Madeline I. Johnston (Reg No. 36,174)
Ararat Kapouytian (Reg No. 40,044)
Cameron A. King (Reg No. 41,897)
Glenn Kubota (Reg No. 44,197)
Otis Littlefield (Reg No. 48,751)
Michael J. Mauriel (Reg No. 44,226)
Robert S. McArthur (Reg No. 45,674)
Scott C. Moore (Reg No. 52,047)
Kate H. Murashige (Reg No. 29,959)
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Debra A. Shetka
Kevin R. Spivak (Reg No. 43,148)
Thomas L. Treffert (Reg No. 48,279)
Michael R. Ward (Reg No. 38,651)
Todd W. Wight (Reg No. 45,218)
David T. Yang (Reg No. 44,415)
George C. Yu (Reg No. 44,418)
Jie Zhou (Reg No. 52,395)

all of Morrison & Foerster LLP, 555 West Fifth Street, Suite 3500, Los Angeles, California 90013-1024, telephone (213) 892-5200, to prosecute this application and transact all matters in the United States Patent and Trademark Office connected therewith, said appointment to be to the exclusion of the inventors and their attorneys in accordance with the provisions of 37 C.F.R. § 3.71 provided that if any one of said attorneys or agents ceases being affiliated with the law firm of Morrison & Foerster LLP as partner, employee or of counsel, such attorney's or agent's appointment as attorney or agent and all powers derived therefrom shall terminate on the date such attorney or agent ceases being so affiliated;

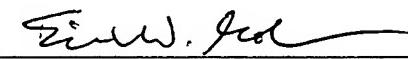
Please direct all written communications relative to this application to:

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Morrison & Foerster LLP
555 West Fifth Street
Suite 3500
Los Angeles, California 90013-1024

Please direct all telephone communications to Glenn M. Kubota at 213-892-5752.

PANAVISION, INC.
a Delaware corporation

Dated: 07/17/2003



Eric W. Golden
Executive Vice President and General Counsel
6219 De Soto Avenue
Woodland Hills, CA 91367